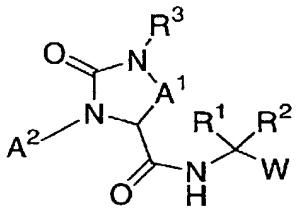
WHAT IS CLAIMED:

1. A compound of Formula (I):



(I)

or a stereoisomer, pharmaceutically acceptable salt form or prodrug thereof, wherein:

A^1 is C_1-C_3 alkylene substituted by 0-2 C_1-C_4 alkyl;

A^2 is $-C(=O)R^{9b}$, $-S(=O)R^{9b}$, $-S(=O)_2R^{9b}$, $-CONHR^{9b}$,
$-S(=O)_2NHR^{9b}$, $-C(=O)OR^{9b}$;
$-A^3-R^{9a}$;
$-A^3-A^4-R^{9a}$;
$-A^3-A^4-A^5-R^{9a}$; or
$-A^3-A^4-A^5-A^6-R^{9a}$;

W is selected from the group:
$-B(OR^{26})(OR^{27})$,
$-C(=O)C(=O)-Q$,
$-C(=O)C(=O)NH-Q$,
$-C(=O)C(=O)-O-Q$,
$-C(=O)CF_2C(=O)NH-Q$,
$-C(=O)CF_3$,
$-C(=O)CF_2CF_3$,
$-C(=O)H$, and
$-C(=O)W^1$;

W^1 is OR^8 or $-NR^{11}R^{11a}$;

Q is selected from the group:

$-(CR^{10}R^{10c})_m-Q^1$,

$-(CR^{10}R^{10c})_m-Q^2$,

C_1-C_4 alkyl substituted with Q^1,

C_2-C_4 alkenyl substituted with Q^1,

C_2-C_4 alkynyl substituted with Q^1,

an amino acid residue,

$-A^7-A^8$, and

$-A^7-A^8-A^9$;

m is 1, 2, 3, or 4;

Q^1 is selected from the group:

$-CO_2R^{11}$, $-SO_2R^{11}$, $-SO_3R^{11}$, $-P(O)_2R^{11}$, $-P(O)_3R^{11}$;

aryl substituted with 0-4 Q^{1a}; and

5-6 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-6 membered heterocyclic group is substituted with 0-4 Q^{1a};

Q^{1a} is H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$,

$-CO_2R^{19}$, $-C(=O)NR^{19}R^{19a}$, $-NHC(=O)R^{19}$, $-SO_2R^{19}$,

$-SO_2NR^{19}R^{19a}$, $-NR^{19}R^{19a}$, $-OR^{19}$, $-SR^{19}$, C_1-C_4 alkyl,

C_1-C_4 alkoxy, C_1-C_4 haloalkyl, or C_1-C_4 haloalkoxy;

Q^2 is $-X-NR^{12}-Z$, $-NR^{12}-Y-Z$, or $-X-NR^{12}-Y-Z$;

X is -C(=O)-, -S-, -S(=O)-, -$S(=O)_2$-, -P(O)-, -$P(O)_2$-, or -$P(O)_3$-;

Y is -C(=O)-, -S-, -S(=O)-, -$S(=O)_2$-, -P(O)-, -$P(O)_2$-, or -$P(O)_3$-;

Z is selected from the group:

C_1-C_4 haloalkyl;

C_1-C_4 alkyl substituted with 0-3 Z^a;

C_2-C_4 alkenyl substituted with 0-3 Z^a;

C_2-C_4 alkynyl substituted with 0-3 Z^a;

C_3-C_{10} cycloalkyl substituted with 0-5 Z^b;

aryl substituted with 0-5 Z^b;

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 Z^b;

an amino acid residue;

-A^7-A^8, and

-A^7-A^8-A^9;

Z^a is selected from the group:

H, F, Cl, Br, I, -NO_2, -CN, -NCS, -CF_3, -OCF_3, -CO_2R^{20}, -$C(=O)NR^{20}R^{20a}$, -$NHC(=O)R^{20}$, -$NR^{20}R^{20a}$, -OR^{20}, -SR^{20}, -$S(=O)R^{20}$, -SO_2R^{20}, -$SO_2NR^{20}R^{20a}$, C_1-C_4 alkyl, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy;

C_3-C_{10} cycloalkyl substituted with 0-5 Z^b;

C_3-C_{10} carbocyle substituted with 0-5 Z^b;

aryl substituted with 0-5 Z^b; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 Z^b;

Z^b is selected from the group:

H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$, $-CO_2R^{20}$, $-C(=O)NR^{20}R^{20a}$, $-NHC(=O)R^{20}$, $-NR^{20}R^{20a}$, $-OR^{20}$, $-SR^{20}$, $-S(=O)R^{20}$, $-SO_2R^{20}$, $-SO_2NR^{20}R^{20a}$, C_1-C_4 alkyl, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy;

C_3-C_{10} cycloalkyl substituted with 0-5 Z^c;

C_3-C_{10} carbocyle substituted with 0-5 Z^c;

aryl substituted with 0-5 Z^c; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 Z^c;

Z^c is H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$, $-CO_2R^{20}$, $-C(=O)NR^{20}R^{20a}$, $-NHC(=O)R^{20}$, $-NR^{20}R^{20a}$, $-OR^{20}$, $-SR^{20}$, $-S(=O)R^{20}$, $-SO_2R^{20}$, $-SO_2NR^{20}R^{20a}$, C_1-C_4 alkyl, C_1-C_4 haloalkyl, or C_1-C_4 haloalkoxy;

R^1 is selected from the group: H, F;

C_1-C_6 alkyl substituted with 0-3 R^{1a};

C_2-C_6 alkenyl substituted with 0-3 R^{1a};

C_2-C_6 alkynyl substituted with 0-3 R^{1a}; and

C_3-C_6 cycloalkyl substituted with 0-3 R^{1a};

R^{1a} is selected at each occurrence from the group:

Cl, F, Br, I, CF_3, CHF_2, OH, =O, SH, $-CO_2R^{1b}$, $-SO_2R^{1b}$, $-SO_3R^{1b}$, $-P(O)_2R^{1b}$, $-P(O)_3R^{1b}$, $-C(=O)NHR^{1b}$, $-NHC(=O)R^{1b}$, $-SO_2NHR^{1b}$, $-OR^{1b}$, $-SR^{1b}$, C_3-C_6 cycloalkyl, C_1-C_6 alkoxy, -S-(C_1-C_6 alkyl);

C_1-C_4 alkyl substituted with 0-3 R^{1c};

aryl substituted with 0-5 R^{1c};

$-O-(CH_2)_n$-aryl substituted with 0-5 R^{1c};

$-S-(CH_2)_n$-aryl substituted with 0-5 R^{1c}; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 R^{1c};

n is 0, 1 or 2;

R^{1b} is H;

C_1-C_4 alkyl substituted with 0-3 R^{1c};

C_2-C_4 alkenyl substituted with 0-3 R^{1c};

C_2-C_4 alkynyl substituted with 0-3 R^{1c};

C_3-C_6 cycloalkyl substituted with 0-5 R^{1c};

aryl substituted with 0-5 R^{1c};

aryl-C_1-C_4 alkyl substituted with 0-4 R^{1c}; or

5-6 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 R^{1c};

R^{1c} is selected at each occurrence from the group:
C_1-C_4 alkyl, Cl, F, Br, I, OH, SH, -CN, -NO_2, -OR^{1d}, -$C(=O)OR^{1d}$, -$NR^{1d}R^{1d}$, -SO_2R^{1d}, -SO_3R^{1d}, -$C(=O)NHR^{1d}$, -$NHC(=O)R^{1d}$, -SO_2NHR^{1d}, -CF_3, -OCF_3, C_3-C_6 cycloalkyl, phenyl, and benzyl;

R^{1d} is selected at each occurrence from the group: H, C_1-C_4 alkyl, phenyl and benzyl;

R^2 is selected from the group: H, C_1-C_4 alkyl, C_2-C_4 alkenyl, C_2-C_4 alkynyl, C_3-C_4 cycloalkyl, and C_3-C_4 cycloalkyl(C_1-C_4 alkyl)-;

alternatively, R^1 and R^2 can be combined to form a 4-7 membered cyclic group consisting of carbon atoms; substituted with 0-2 R^{14};

R^3 is selected from the group: R^4,
-$(CH_2)_p$-NH-R^4,
-$(CH_2)_p$-NHC(=O)-R^4,
-$(CH_2)_p$-C(=O)NH-R^4,
-$(CH_2)_p$-C(=O)O-R^4,
-$(CH_2)_p$-C(=O)C(=O)-R^4,
-$(CH_2)_p$-C(=O)C(=O)NH-R^4,
-$(CH_2)_p$-NHC(=O)NH-R^4,
-$(CH_2)_p$-NHC(=O)NHC(=O)-R^4,
-$(CH_2)_p$-NHS(=O)$_2$-R^4,
-$(CH_2)_p$-S(=O)$_2$NH-R^4,

$-(CH_2)_p-C(=O)-R^4$,

$-(CH_2)_p-O-R^4$, and

$-(CH_2)_p-S-R^4$;

p is 0, 1, or 2;

R^4 is selected from the group:

C_1-C_6 alkyl substituted with 0-3 R^{4a};

C_2-C_6 alkenyl substituted with 0-3 R^{4a};

C_2-C_6 alkynyl substituted with 0-3 R^{4a};

C_3-C_{10} cycloalkyl substituted with 0-4 R^{4b};

C_3-C_{10} carbocycle substituted with 0-4 R^{4b};

aryl substituted with 0-5 R^{4b};

aryl-C_1-C_4 alkyl substituted with 0-5 R^{4b}; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 R^{4b};

R^{4a} is, at each occurrence, independently selected from:

H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$,

=O, OH, $-CO_2H$, $-C(=NH)NH_2$, $-CO_2R^{11}$, $-C(=O)NR^{11}R^{11a}$,

$-NHC(=O)R^{11}$, $-NR^{11}R^{11a}$, $-OR^{11a}$, $-SR^{11a}$, $-C(=O)R^{11a}$,

$-S(=O)R^{11a}$, $-SO_2R^{11}$, $-SO_2NR^{11}R^{11a}$, $-NHC(=NH)NHR^{11}$,

$-C(=NH)NHR^{11}$, $=NOR^{11}$, $-NR^{11}C(=O)OR^{11a}$,

$-NR^{11}C(=O)NR^{11}R^{11a}$, $-NR^{11}SO_2NR^{11}R^{11a}$, $-NR^{11}SO_2R^{11a}$,

$-OP(O)(OR^{11})_2$;

C_1-C_4 alkyl substituted with 0-3 R^{4b};

C_2-C_4 alkenyl substituted with 0-3 R^{4b};

C_2-C_4 alkynyl substituted with 0-3 R^{4b};

C_3-C_7 cycloalkyl substituted with 0-4 R^{4c};

C_3-C_{10} carbocycle substituted with 0-4 R^{4c};

aryl substituted with 0-5 R^{4c}; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 R^{4c};

R^{4b} is, at each occurrence, independently selected from:

H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$, =O, OH, $-CO_2H$, $-C(=NH)NH_2$, $-CO_2R^{11}$, $-C(=O)NR^{11}R^{11a}$, $-NHC(=O)R^{11}$, $-NR^{11}R^{11a}$, $-OR^{11a}$, $-SR^{11a}$, $-C(=O)R^{11a}$, $-S(=O)R^{11a}$, $-SO_2R^{11}$, $-SO_2NR^{11}R^{11a}$, $-NHC(=NH)NHR^{11}$, $-C(=NH)NHR^{11}$, $=NOR^{11}$, $-NR^{11}C(=O)OR^{11a}$, $-OC(=O)NR^{11}R^{11a}$, $-NR^{11}C(=O)NR^{11}R^{11a}$, $-NR^{11}SO_2NR^{11}R^{11a}$, $-NR^{11}SO_2R^{11a}$, $-OP(O)(OR^{11})_2$;

C_1-C_4 alkyl substituted with 0-3 R^{4c};

C_2-C_4 alkenyl substituted with 0-3 R^{4c};

C_2-C_4 alkynyl substituted with 0-3 R^{4c};

C_3-C_6 cycloalkyl substituted with 0-4 R^{4d};

aryl substituted with 0-5 R^{4d}; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated or

unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 R^{4d};

R^{4c} is, at each occurrence, independently selected from:
H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$, =O, OH, $-CO_2H$, $-C(=NH)NH_2$, $-CO_2R^{11}$, $-C(=O)NR^{11}R^{11a}$, $-NHC(=O)R^{11}$, $-NR^{11}R^{11a}$, $-OR^{11a}$, $-SR^{11a}$, $-C(=O)R^{11a}$, $-S(=O)R^{11a}$, $-SO_2R^{11}$, $-SO_2NR^{11}R^{11a}$, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy;
C_1-C_4 alkyl substituted with 0-3 R^{4d};
C_2-C_4 alkenyl substituted with 0-3 R^{4d};
C_2-C_4 alkynyl substituted with 0-3 R^{4d};
C_3-C_6 cycloalkyl substituted with 0-4 R^{4d};
aryl substituted with 0-5 R^{4d}; and
5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 R^{4d};

R^{4d} is, at each occurrence, independently selected from:
H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$, =O, OH, $-CO_2H$, $-CO_2R^{11}$, $-C(=O)NR^{11}R^{11a}$, $-NHC(=O)R^{11}$, $-NR^{11}R^{11a}$, $-OR^{11a}$, $-SR^{11a}$, $-C(=O)R^{11a}$, $-S(=O)R^{11a}$, $-SO_2R^{11}$, $-SO_2NR^{11}R^{11a}$, C_1-C_4 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy, phenyl, and benzyl;

R^8 is H or C_1-C_4 alkyl;

R^{9a} is selected from the group: H, $-S(=O)R^{9b}$, $-S(=O)_2R^{9b}$, $-S(=O)_2NHR^{9b}$, $-C(=O)R^{9b}$, $-C(=O)OR^{9b}$, $-C(=O)NHR^{9b}$, $-C(=O)NHC(=O)R^{9b}$;

C_1-C_6 alkyl substituted with 0-3 R^{9c};

C_2-C_6 alkenyl substituted with 0-3 R^{9c};

C_2-C_6 alkynyl substituted with 0-3 R^{9c};

C_3-C_6 cycloalkyl substituted with 0-3 R^{9d};

C_3-C_{14} carbocycle substituted with 0-4 R^{9d};

aryl substituted with 0-5 R^{9d}; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 R^{9d};

R^{9b} is selected from the group: H;

C_1-C_6 alkyl substituted with 0-3 R^{9c};

C_2-C_6 alkenyl substituted with 0-3 R^{9c};

C_2-C_6 alkynyl substituted with 0-3 R^{9c};

C_3-C_6 cycloalkyl substituted with 0-3 R^{9d};

C_3-C_{14} carbocycle substituted with 0-4 R^{9d};

aryl substituted with 0-5 R^{9d}; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 R^{9d};

R^{9c} is selected from the group: CF_3, OCF_3, Cl, F, Br, I, =O, OH, $C(O)OR^{11}$, NH_2, $NH(CH_3)$, $N(CH_3)_2$, -CN, NO_2;

C_1-C_6 alkyl substituted with 0-3 R^{9d};

C_2-C_6 alkenyl substituted with 0-3 R^{9d};

C_2-C_6 alkynyl substituted with 0-3 R^{9d};

C_3-C_6 cycloalkyl substituted with 0-3 R^{9e};

C_3-C_{14} carbocycle substituted with 0-4 R^{9e};

aryl substituted with 0-5 R^{9e}; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 R^{9e};

R^{9d} is selected at each occurrence from the group: CF_3, OCF_3, Cl, F, Br, I, =O, OH, $C(O)OR^{11}$, NH_2, $NH(CH_3)$, $N(CH_3)_2$, -CN, NO_2;

C_1-C_4 alkyl substituted with 0-3 R^{9e};

C_1-C_4 alkoxy substituted with 0-3 R^{9e};

C_3-C_6 cycloalkyl substituted with 0-3 R^{9e};

aryl substituted with 0-5 R^{9e}; and

5-6 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-6 membered heterocyclic group is substituted with 0-4 R^{9e};

R^{9e} is selected at each occurrence from the group:

C_1-C_4 alkyl, C_1-C_4 alkoxy, CF_3, OCF_3, Cl, F, Br, I, =O, OH, phenyl, $C(O)OR^{11}$, NH_2, $NH(CH_3)$, $N(CH_3)_2$, -CN, and NO_2;

R^{10} is selected from the group: $-CO_2R^{11}$, $-NR^{11}R^{11a}$, and C_1-C_6 alkyl substituted with 0-1 R^{10a};

R^{10a} is selected from the group: halo, $-NO_2$, -CN, $-CF_3$, $-CO_2R^{11}$, $-NR^{11}R^{11a}$, $-OR^{11}$, $-SR^{11}$, $-C(=NH)NH_2$, and aryl substituted with 0-1 R^{10b};

R^{10b} is selected from the group: $-CO_2H$, $-NH_2$, -OH, -SH, and $-C(=NH)NH_2$;

R^{10c} is H or C_1-C_4 alkyl;

alternatively, R^{10} and R^{10c} can be combined to form a C_3-C_6 cycloalkyl group substituted with 0-1 R^{10a};

R^{11} and R^{11a} are, at each occurrence, independently selected from the group: H;
C_1-C_6 alkyl substituted with 0-3 R^{11b};
C_2-C_6 alkenyl substituted with 0-3 R^{11b};
C_2-C_6 alkynyl substituted with 0-3 R^{11b};
C_3-C_7 cycloalkyl substituted with 0-3 R^{11b};
aryl substituted with 0-3 R^{11b}; and
aryl(C_1-C_4 alkyl)- substituted with 0-3 R^{11b};

R^{11b} is OH, C_1-C_4 alkoxy, F, Cl, Br, I, NH_2, or -NH(C_1-C_4 alkyl);

R^{12} is H or C_1-C_4 alkyl;

R^{14} is C_1-C_4 alkyl or C_2-C_4 alkenyl;

R^{19} and R^{19a} are independently selected from the group: H, C_1-C_4 alkyl, C_1-C_4 haloalkyl, aryl, aryl(C_1-C_4 alkyl), C_3-C_6 cycloalkyl, and C_3-C_6 cycloalkyl(C_1-C_4 alkyl);

alternatively, $NR^{19}R^{19a}$ may form a 5-6 membered heterocyclic group consisting of carbon atoms, a nitrogen atom, and optionally a second heteroatom selected from the group: O, S, and N;

R^{20} and R^{20a} are independently selected from the group: H, C_1-C_4 alkyl, C_1-C_4 haloalkyl, aryl, aryl(C_1-C_4 alkyl)-, C_3-C_6 cycloalkyl, and C_3-C_6 cycloalkyl(C_1-C_4 alkyl)-;

alternatively, $NR^{20}R^{20a}$ may form a 5-6 membered heterocyclic group consisting of carbon atoms, a nitrogen atom, and optionally a second heteroatom selected from the group: O, S, and N;

OR^{26} and OR^{27} are independently selected from:

a) -OH,

b) -F,

c) $-NR^{28}R^{29}$,

d) C_1-C_8 alkoxy, and

when taken together, OR^{26} and OR^{27} form:

e) a cyclic boronic ester where said cyclic boronic ester contains from 2 to 20 carbon atoms, and, optionally, 1, 2, or 3 heteroatoms which can be N, S, or O;

f) a cyclic boronic amide where said boronic amide contains from 2 to 20 carbon atoms and, optionally, 1, 2, or 3 heteroatoms which can be N, S, or O; or

g) a cyclic boronic amide-ester where said boronic amide-ester contains from 2 to 20 carbon atoms and, optionally, 1, 2, or 3 heteroatoms which can be N, S, or O;

R^{28} and R^{29}, are independently selected from: H, C_1-C_4 alkyl, aryl(C_1-C_4 alkyl)-, and C_3-C_7 cycloalkyl;

A^3, A^4, A^5, A^6, A^7, A^8, and A^9 are independently selected from an amino acid residue; and

an amino acid residue, at each occurence, independently comprises a natural amino acid, a modified amino acid or an unnatural amino acid wherein said natural, modified or unnatural amino acid is of either D or L configuration.

2. A compound of Claim 1, or a stereoisomer, pharmaceutically acceptable salt form or prodrug thereof, wherein:

A^1 is $-CH_2-$ or $-CH_2CH_2-$;

A^2 is $-C(=O)R^{9b}$, $-S(=O)R^{9b}$, $-S(=O)_2R^{9b}$, $-CONHR^{9b}$,

$-S(=O)_2NHR^{9b}$, $-C(=O)OR^{9b}$;

$-A^3-R^{9a}$;

$-A^3-A^4-R^{9a}$;

$-A^3-A^4-A^5-R^{9a}$; or

$-A^3-A^4-A^5-A^6-R^{9a}$;

W is selected from the group:

$-B(OR^{26})(OR^{27})$,

$-C(=O)C(=O)-Q$,

$-C(=O)C(=O)NH-Q$,

$-C(=O)C(=O)-O-Q$,

$-C(=O)CF_2C(=O)NH-Q$,

$-C(=O)CF_3$,

$-C(=O)CF_2CF_3$,

$-C(=O)H$, and

$-C(=O)W^1$;

W^1 is OR^8 or $-NR^{11}R^{11a}$;

Q is selected from the group:

$-(CR^{10}R^{10c})_m-Q^1$,

C_1-C_4 alkyl substituted with Q^1,

C_2-C_4 alkenyl substituted with Q^1, and

C_2-C_4 alkynyl substituted with Q^1;

m is 1 or 2;

Q^1 is selected from the group:

$-CO_2R^{11}$, $-SO_2R^{11}$, $-SO_3R^{11}$, $-P(O)_2R^{11}$, $-P(O)_3R^{11}$;

phenyl substituted with 0-4 Q^{1a}; and

5-6 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-6 membered heterocyclic group is substituted with 0-4 Q^{1a};

Q^{1a} is H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$, $-CO_2R^{19}$, $-C(=O)NR^{19}R^{19a}$, $-NHC(=O)R^{19}$, $-SO_2R^{19}$, $-SO_2NR^{19}R^{19a}$, $-NR^{19}R^{19a}$, $-OR^{19}$, $-SR^{19}$, C_1-C_4 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, or C_1-C_4 haloalkoxy;

R^1 is selected from the group: H, F;
C_1-C_6 alkyl substituted with 0-3 R^{1a};
C_2-C_6 alkenyl substituted with 0-3 R^{1a};
C_2-C_6 alkynyl substituted with 0-3 R^{1a}; and
C_3-C_6 cycloalkyl substituted with 0-3 R^{1a};

R^{1a} is selected at each occurrence from the group:
Cl, F, Br, I, CF_3, CHF_2, OH, =O, SH, $-CO_2R^{1b}$, $-SO_2R^{1b}$, $-SO_3R^{1b}$, $-P(O)_2R^{1b}$, $-P(O)_3R^{1b}$, $-C(=O)NHR^{1b}$, $-NHC(=O)R^{1b}$, $-SO_2NHR^{1b}$, $-OR^{1b}$, $-SR^{1b}$, C_3-C_6 cycloalkyl, C_1-C_6 alkoxy, -S-(C_1-C_6 alkyl);
C_1-C_4 alkyl substituted with 0-3 R^{1c};
aryl substituted with 0-5 R^{1c};
$-O-(CH_2)_n$-aryl substituted with 0-5 R^{1c};
$-S-(CH_2)_n$-aryl substituted with 0-5 R^{1c}; and
5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially

unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 R^{1c};

n is 0, 1 or 2;

R^{1b} is H;

C_1-C_4 alkyl substituted with 0-3 R^{1c};

C_2-C_4 alkenyl substituted with 0-3 R^{1c};

C_2-C_4 alkynyl substituted with 0-3 R^{1c};

C_3-C_6 cycloalkyl substituted with 0-5 R^{1c};

aryl substituted with 0-5 R^{1c};

aryl-C_1-C_4 alkyl substituted with 0-4 R^{1c}; or

5-6 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 R^{1c};

R^{1c} is selected at each occurrence from the group:

C_1-C_4 alkyl, Cl, F, Br, I, OH, SH, -CN, $-NO_2$, $-OR^{1d}$, $-C(=O)OR^{1d}$, $-NR^{1d}R^{1d}$, $-SO_2R^{1d}$, $-SO_3R^{1d}$, $-C(=O)NHR^{1d}$, $-NHC(=O)R^{1d}$, $-SO_2NHR^{1d}$, $-CF_3$, $-OCF_3$, C_3-C_6 cycloalkyl, phenyl, and benzyl;

R^{1d} is selected at each occurrence from the group: H, C_1-C_4 alkyl, phenyl and benzyl;

R^2 is selected from the group: H, C_1-C_4 alkyl, C_2-C_4 alkenyl, C_2-C_4 alkynyl, C_3-C_4 cycloalkyl, and C_3-C_4 cycloalkyl(C_1-C_4 alkyl)-;

alternatively, R^1 and R^2 can be combined to form a 4-7 membered cyclic group consisting of carbon atoms; substituted with 0-2 R^{14};

R^3 is selected from the group: R^4,

$-(CH_2)_p-NH-R^4$,

$-(CH_2)_p-NHC(=O)-R^4$,

$-(CH_2)_p-C(=O)NH-R^4$,

$-(CH_2)_p-C(=O)O-R^4$,

$-(CH_2)_p-C(=O)C(=O)-R^4$,

$-(CH_2)_p-C(=O)C(=O)NH-R^4$,

$-(CH_2)_p-NHC(=O)NH-R^4$,

$-(CH_2)_p-NHC(=O)NHC(=O)-R^4$,

$-(CH_2)_p-NHS(=O)_2-R^4$,

$-(CH_2)_p-S(=O)_2NH-R^4$,

$-(CH_2)_p-C(=O)-R^4$,

$-(CH_2)_p-O-R^4$, and

$-(CH_2)_p-S-R^4$;

p is 0, 1, or 2;

R^4 is selected from the group:

C_1-C_6 alkyl substituted with 0-3 R^{4a};

C_2-C_6 alkenyl substituted with 0-3 R^{4a};

C_2-C_6 alkynyl substituted with 0-3 R^{4a};

C_3-C_{10} cycloalkyl substituted with 0-4 R^{4b};

C_3-C_{10} carbocycle substituted with 0-4 R^{4b};

aryl substituted with 0-5 R^{4b};

aryl-C_1-C_4 alkyl substituted with 0-5 R^{4b}; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 R^{4b};

R^{4a} is, at each occurrence, independently selected from:

H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$,

=O, OH, $-CO_2H$, $-C(=NH)NH_2$, $-CO_2R^{11}$, $-C(=O)NR^{11}R^{11a}$,

$-NHC(=O)R^{11}$, $-NR^{11}R^{11a}$, $-OR^{11a}$, $-SR^{11a}$, $-C(=O)R^{11a}$,

$-S(=O)R^{11a}$, $-SO_2R^{11}$, $-SO_2NR^{11}R^{11a}$, $-NHC(=NH)NHR^{11}$,

$-C(=NH)NHR^{11}$, $=NOR^{11}$, $-NR^{11}C(=O)OR^{11a}$,

$-NR^{11}C(=O)NR^{11}R^{11a}$, $-NR^{11}SO_2NR^{11}R^{11a}$, $-NR^{11}SO_2R^{11a}$,

$-OP(O)(OR^{11})_2$;

C_1-C_4 alkyl substituted with 0-3 R^{4b};

C_2-C_4 alkenyl substituted with 0-3 R^{4b};

C_2-C_4 alkynyl substituted with 0-3 R^{4b};

C_3-C_7 cycloalkyl substituted with 0-4 R^{4c};

C_3-C_{10} carbocycle substituted with 0-4 R^{4c};

aryl substituted with 0-5 R^{4c}; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 R^{4c};

R^{4b} is, at each occurrence, independently selected from:

H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$, =O, OH, $-CO_2H$, $-C(=NH)NH_2$, $-CO_2R^{11}$, $-C(=O)NR^{11}R^{11a}$, $-NHC(=O)R^{11}$, $-NR^{11}R^{11a}$, $-OR^{11a}$, $-SR^{11a}$, $-C(=O)R^{11a}$, $-S(=O)R^{11a}$, $-SO_2R^{11}$, $-SO_2NR^{11}R^{11a}$, $-NHC(=NH)NHR^{11}$, $-C(=NH)NHR^{11}$, $=NOR^{11}$, $-NR^{11}C(=O)OR^{11a}$, $-OC(=O)NR^{11}R^{11a}$, $-NR^{11}C(=O)NR^{11}R^{11a}$, $-NR^{11}SO_2NR^{11}R^{11a}$, $-NR^{11}SO_2R^{11a}$, $-OP(O)(OR^{11})_2$;

C_1-C_4 alkyl substituted with 0-3 R^{4c};

C_2-C_4 alkenyl substituted with 0-3 R^{4c};

C_2-C_4 alkynyl substituted with 0-3 R^{4c};

C_3-C_6 cycloalkyl substituted with 0-4 R^{4d};

aryl substituted with 0-5 R^{4d}; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 R^{4d};

R^{4c} is, at each occurrence, independently selected from:

H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$, =O, OH, $-CO_2H$, $-C(=NH)NH_2$, $-CO_2R^{11}$, $-C(=O)NR^{11}R^{11a}$, $-NHC(=O)R^{11}$, $-NR^{11}R^{11a}$, $-OR^{11a}$, $-SR^{11a}$, $-C(=O)R^{11a}$, $-S(=O)R^{11a}$, $-SO_2R^{11}$, $-SO_2NR^{11}R^{11a}$,

C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy;

C_1-C_4 alkyl substituted with 0-3 R^{4d};

C_2-C_4 alkenyl substituted with 0-3 R^{4d};

C_2-C_4 alkynyl substituted with 0-3 R^{4d};

C_3-C_6 cycloalkyl substituted with 0-4 R^{4d};

aryl substituted with 0-5 R^{4d}; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 R^{4d};

R^{4d} is, at each occurrence, independently selected from: H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$, =O, OH, $-CO_2H$, $-CO_2R^{11}$, $-C(=O)NR^{11}R^{11a}$, $-NHC(=O)R^{11}$, $-NR^{11}R^{11a}$, $-OR^{11a}$, $-SR^{11a}$, $-C(=O)R^{11a}$, $-S(=O)R^{11a}$, $-SO_2R^{11}$, $-SO_2NR^{11}R^{11a}$, C_1-C_4 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy, phenyl, and benzyl;

R^8 is H or C_1-C_4 alkyl;

R^{9a} is selected from the group: H, $-S(=O)R^{9b}$, $-S(=O)_2R^{9b}$, $-S(=O)_2NHR^{9b}$, $-C(=O)R^{9b}$, $-C(=O)OR^{9b}$, $-C(=O)NHR^{9b}$, $-C(=O)NHC(=O)R^{9b}$;

C_1-C_6 alkyl substituted with 0-3 R^{9c};

C_2-C_6 alkenyl substituted with 0-3 R^{9c};

C_2-C_6 alkynyl substituted with 0-3 R^{9c};

C_3-C_6 cycloalkyl substituted with 0-3 R^{9d};

C_3-C_{14} carbocycle substituted with 0-4 R^{9d};

aryl substituted with 0-5 R^{9d}; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 R^{9d};

R^{9b} is selected from the group: H;

C_1-C_6 alkyl substituted with 0-3 R^{9c};

C_2-C_6 alkenyl substituted with 0-3 R^{9c};

C_2-C_6 alkynyl substituted with 0-3 R^{9c};

C_3-C_6 cycloalkyl substituted with 0-3 R^{9d};

C_3-C_{14} carbocycle substituted with 0-4 R^{9d};

aryl substituted with 0-5 R^{9d}; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 R^{9d};

R^{9c} is selected from the group: CF_3, OCF_3, Cl, F, Br, I, =O, OH, $C(O)OR^{11}$, NH_2, $NH(CH_3)$, $N(CH_3)_2$, -CN, NO_2;

C_1-C_6 alkyl substituted with 0-3 R^{9d};

C_2-C_6 alkenyl substituted with 0-3 R^{9d};

C_2-C_6 alkynyl substituted with 0-3 R^{9d};

C_3-C_6 cycloalkyl substituted with 0-3 R^{9e};

C_3-C_{14} carbocycle substituted with 0-4 R^{9e};

aryl substituted with 0-5 R^{9e}; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 R^{9e};

R^{9d} is selected at each occurrence from the group:

CF_3, OCF_3, Cl, F, Br, I, =O, OH, $C(O)OR^{11}$, NH_2, $NH(CH_3)$, $N(CH_3)_2$, -CN, NO_2;

C_1-C_4 alkyl substituted with 0-3 R^{9e};

C_1-C_4 alkoxy substituted with 0-3 R^{9e};

C_3-C_6 cycloalkyl substituted with 0-3 R^{9e};

aryl substituted with 0-5 R^{9e}; and

5-6 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-6 membered heterocyclic group is substituted with 0-4 R^{9e};

R^{9e} is selected at each occurrence from the group:

C_1-C_4 alkyl, C_1-C_4 alkoxy, CF_3, OCF_3, Cl, F, Br, I, =O, OH, phenyl, $C(O)OR^{11}$, NH_2, $NH(CH_3)$, $N(CH_3)_2$, -CN, and NO_2;

R^{10} is selected from the group: $-CO_2R^{11}$, $-NR^{11}R^{11a}$, and C_1-C_6 alkyl substituted with 0-1 R^{10a};

R^{10a} is selected from the group: halo, $-NO_2$, -CN, $-CF_3$, $-CO_2R^{11}$, $-NR^{11}R^{11a}$, $-OR^{11}$, $-SR^{11}$, $-C(=NH)NH_2$, and aryl substituted with 0-1 R^{10b};

R^{10b} is selected from the group: $-CO_2H$, $-NH_2$, -OH, -SH, and $-C(=NH)NH_2$;

R^{10c} is H or C_1-C_4 alkyl;

alternatively, R^{10} and R^{10c} can be combined to form a C_3-C_6 cycloalkyl group substituted with 0-1 R^{10a};

R^{11} and R^{11a} are, at each occurrence, independently selected from the group: H;
C_1-C_6 alkyl substituted with 0-3 R^{11b};
C_2-C_6 alkenyl substituted with 0-3 R^{11b};
C_2-C_6 alkynyl substituted with 0-3 R^{11b};
C_3-C_7 cycloalkyl substituted with 0-3 R^{11b};
aryl substituted with 0-3 R^{11b}; and
aryl(C_1-C_4 alkyl)- substituted with 0-3 R^{11b};

R^{11b} is OH, C_1-C_4 alkoxy, F, Cl, Br, I, NH_2, or -NH(C_1-C_4 alkyl);

R^{12} is H or C_1-C_4 alkyl;

R^{14} is C_1-C_4 alkyl or C_2-C_4 alkenyl;

R^{19} and R^{19a} are independently selected from the group: H, C_1-C_4 alkyl, C_1-C_4 haloalkyl, aryl, aryl(C_1-C_4 alkyl), C_3-C_6 cycloalkyl, and C_3-C_6 cycloalkyl(C_1-C_4 alkyl);

alternatively, $NR^{19}R^{19a}$ may form a 5-6 membered heterocyclic group consisting of carbon atoms, a nitrogen atom, and optionally a second heteroatom selected from the group: O, S, and N;

OR^{26} and OR^{27} are independently selected from:
a) -OH,

b)-F,

c)-$NR^{28}R^{29}$,

d) C_1-C_8 alkoxy, and

when taken together, OR^{26} and OR^{27} form:

e) a cyclic boronic ester where said cyclic boronic ester contains from 2 to 20 carbon atoms, and, optionally, 1, 2, or 3 heteroatoms which can be N, S, or O;

R^{28} and R^{29}, are independently selected from: H, C_1-C_4 alkyl, aryl(C_1-C_4 alkyl)-, and C_3-C_7 cycloalkyl;

A^3, A^4, A^5, and A^6, are independently selected from an amino acid residue; and

an amino acid residue, at each occurence, independently comprises a natural amino acid, a modified amino acid or an unnatural amino acid wherein said natural, modified or unnatural amino acid is of either D or L configuration.

3. A compound of Claim 2, or a stereoisomer, pharmaceutically acceptable salt form or prodrug thereof, wherein:

A^1 is $-CH_2-$ or $-CH_2CH_2-$;

A^2 is $-C(=O)R^{9b}$, $-S(=O)R^{9b}$, $-S(=O)_2R^{9b}$, $-CONHR^{9b}$,

$-S(=O)_2NHR^{9b}$, $-C(=O)OR^{9b}$;

$-A^3-R^{9a}$;

$-A^3-A^4-R^{9a}$; or

$-A^3-A^4-A^5-R^{9a}$;

W is $-B(OR^{26})(OR^{27})$;

R^1 is selected from the group: H;

C_1-C_4 alkyl substituted with 0-2 R^{1a};

C_2-C_4 alkenyl substituted with 0-2 R^{1a};

C_2-C_4 alkynyl substituted with 0-2 R^{1a}; and

R^{1a} is selected at each occurrence from the group:

Cl, F, Br, CF_3, CHF_2, OH, C_3-C_6 cycloalkyl, C_1-C_4 alkoxy, -S-(C_1-C_4 alkyl);

C_1-C_4 alkyl substituted with 0-2 R^{1c};

aryl substituted with 0-3 R^{1c}; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 R^{1c};

R^{1c} is selected at each occurrence from the group:

C_1-C_4 alkyl, Cl, F, Br, I, OH, SH, -CN, $-NO_2$, $-OR^{1d}$, $-C(=O)OR^{1d}$, $-NR^{1d}R^{1d}$, $-SO_2R^{1d}$, $-SO_3R^{1d}$, $-C(=O)NHR^{1d}$, $-NHC(=O)R^{1d}$, $-SO_2NHR^{1d}$, $-CF_3$, $-OCF_3$, C_3-C_6 cycloalkyl, phenyl, and benzyl;

R^{1d} is selected at each occurrence from the group: H, C_1-C_4 alkyl, phenyl and benzyl;

R^2 is H or C_1-C_4 alkyl;

R^3 is selected from the group: R^4,

$-(CH_2)_p-NH-R^4$,

$-(CH_2)_p-NHC(=O)-R^4$,

$-(CH_2)_p-C(=O)NH-R^4$,

$-(CH_2)_p-C(=O)O-R^4$,

$-(CH_2)_p-NHC(=O)NH-R^4$,

$-(CH_2)_p-NHC(=O)NHC(=O)-R^4$,

$-(CH_2)_p-C(=O)-R^4$,

$-(CH_2)_p-O-R^4$, and

$-(CH_2)_p-S-R^4$;

p is 0, 1, or 2;

R^4 is selected from the group:

C_1-C_4 alkyl substituted with 0-3 R^{4a};

C_2-C_4 alkenyl substituted with 0-3 R^{4a};

C_2-C_4 alkynyl substituted with 0-3 R^{4a};

C_3-C_6 cycloalkyl substituted with 0-2 R^{4b};

aryl substituted with 0-5 R^{4b}; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 R^{4b};

R^{4a} is, at each occurrence, independently selected from:

H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$,

=O, OH, $-CO_2H$, $-C(=NH)NH_2$, $-CO_2R^{11}$, $-C(=O)NR^{11}R^{11a}$, $-NHC(=O)R^{11}$, $-NR^{11}R^{11a}$, $-OR^{11a}$, $-SR^{11a}$, $-C(=O)R^{11a}$, $-S(=O)R^{11a}$, $-SO_2R^{11}$, $-SO_2NR^{11}R^{11a}$, $-NHC(=NH)NHR^{11}$, $-C(=NH)NHR^{11}$, $=NOR^{11}$, $-NR^{11}C(=O)OR^{11a}$, $-NR^{11}C(=O)NR^{11}R^{11a}$, $-NR^{11}SO_2NR^{11}R^{11a}$, $-NR^{11}SO_2R^{11a}$;

C_1-C_4 alkyl substituted with 0-2 R^{4b};

C_2-C_4 alkenyl substituted with 0-2 R^{4b};

C_2-C_4 alkynyl substituted with 0-2 R^{4b};

C_3-C_7 cycloalkyl substituted with 0-3 R^{4c};

aryl substituted with 0-5 R^{4c}; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 R^{4c};

R^{4b} is, at each occurrence, independently selected from: H, F, Cl, Br, I, $-NO_2$, $-CN$, $-NCS$, $-CF_3$, $-OCF_3$, =O, OH, $-CO_2H$, $-C(=NH)NH_2$, $-CO_2R^{11}$, $-C(=O)NR^{11}R^{11a}$, $-NHC(=O)R^{11}$, $-NR^{11}R^{11a}$, $-OR^{11a}$, $-SR^{11a}$, $-C(=O)R^{11a}$, $-S(=O)R^{11a}$, $-SO_2R^{11}$, $-SO_2NR^{11}R^{11a}$, $-NHC(=NH)NHR^{11}$, $-C(=NH)NHR^{11}$, $=NOR^{11}$, $-NR^{11}C(=O)OR^{11a}$, $-OC(=O)NR^{11}R^{11a}$, $-NR^{11}C(=O)NR^{11}R^{11a}$, $-NR^{11}SO_2NR^{11}R^{11a}$, $-NR^{11}SO_2R^{11a}$, $-OP(O)(OR^{11})_2$;

C_1-C_4 alkyl substituted with 0-3 R^{4c};

C_2-C_4 alkenyl substituted with 0-3 R^{4c};

C_2-C_4 alkynyl substituted with 0-3 R^{4c};

C_3-C_6 cycloalkyl substituted with 0-4 R^{4d};

aryl substituted with 0-5 R^{4d}; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 R^{4d};

R^{4c} is, at each occurrence, independently selected from: H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$, =O, OH, $-CO_2H$, $-C(=NH)NH_2$, $-CO_2R^{11}$, $-C(=O)NR^{11}R^{11a}$, $-NHC(=O)R^{11}$, $-NR^{11}R^{11a}$, $-OR^{11a}$, $-SR^{11a}$, $-C(=O)R^{11a}$, $-S(=O)R^{11a}$, $-SO_2R^{11}$, $-SO_2NR^{11}R^{11a}$, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy;

C_1-C_4 alkyl substituted with 0-3 R^{4d};

C_2-C_4 alkenyl substituted with 0-3 R^{4d};

C_2-C_4 alkynyl substituted with 0-3 R^{4d};

C_3-C_6 cycloalkyl substituted with 0-4 R^{4d};

aryl substituted with 0-5 R^{4d}; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 R^{4d};

R^{4d} is, at each occurrence, independently selected from: H, F, Cl, Br, I, $-NO_2$, -CN, -NCS, $-CF_3$, $-OCF_3$, =O, OH, $-CO_2H$, $-CO_2R^{11}$, $-C(=O)NR^{11}R^{11a}$, $-NHC(=O)R^{11}$, $-NR^{11}R^{11a}$, $-OR^{11a}$, $-SR^{11a}$, $-C(=O)R^{11a}$, $-S(=O)R^{11a}$, $-SO_2R^{11}$, $-SO_2NR^{11}R^{11a}$, C_1-C_4 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy, phenyl, and benzyl;

R^{9a} is selected from the group: H, $-S(=O)R^{9b}$, $-S(=O)_2R^{9b}$, $-S(=O)_2NHR^{9b}$, $-C(=O)R^{9b}$, $-C(=O)OR^{9b}$, $-C(=O)NHR^{9b}$, $-C(=O)NHC(=O)R^{9b}$;

C_1-C_4 alkyl substituted with 0-3 R^{9c};

C_2-C_4 alkenyl substituted with 0-3 R^{9c};

C_2-C_4 alkynyl substituted with 0-3 R^{9c};

C_3-C_6 cycloalkyl substituted with 0-3 R^{9d};

C_3-C_{14} carbocycle substituted with 0-4 R^{9d};

aryl substituted with 0-5 R^{9d}; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 R^{9d};

R^{9b} is selected from the group: H;

C_1-C_4 alkyl substituted with 0-2 R^{9c};

C_2-C_4 alkenyl substituted with 0-2 R^{9c};

C_2-C_4 alkynyl substituted with 0-2 R^{9c};

C_3-C_6 cycloalkyl substituted with 0-2 R^{9d};

C_3-C_{14} carbocycle substituted with 0-3 R^{9d};

aryl substituted with 0-3 R^{9d}; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-3 R^{9d};

R^{9c} is selected from the group: CF_3, OCF_3, Cl, F, Br, I, =O, OH, $C(O)OR^{11}$, NH_2, $NH(CH_3)$, $N(CH_3)_2$, -CN, NO_2;

C_1-C_4 alkyl substituted with 0-3 R^{9d};

C_2-C_4 alkenyl substituted with 0-3 R^{9d};

C_2-C_4 alkynyl substituted with 0-3 R^{9d};

C_3-C_6 cycloalkyl substituted with 0-3 R^{9e};

C_3-C_{14} carbocycle substituted with 0-4 R^{9e};

aryl substituted with 0-5 R^{9e}; and

5-10 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-10 membered heterocyclic group is substituted with 0-4 R^{9e};

R^{9d} is selected at each occurrence from the group: CF_3, OCF_3, Cl, F, Br, I, =O, OH, $C(O)OR^{11}$, NH_2, $NH(CH_3)$, $N(CH_3)_2$, -CN, NO_2;

C_1-C_4 alkyl substituted with 0-3 R^{9e};

C_1-C_4 alkoxy substituted with 0-3 R^{9e};

C_3-C_6 cycloalkyl substituted with 0-3 R^{9e};

aryl substituted with 0-5 R^{9e}; and

5-6 membered heterocyclic group consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N; optionally saturated, partially unsaturated or unsaturated; and said 5-6 membered heterocyclic group is substituted with 0-4 R^{9e};

R^{9e} is selected at each occurrence from the group:

C_1-C_4 alkyl, C_1-C_4 alkoxy, CF_3, OCF_3, Cl, F, Br, I, =O, OH, phenyl, $C(O)OR^{11}$, NH_2, $NH(CH_3)$, $N(CH_3)_2$, -CN, and NO_2;

R^{11} and R^{11a} are, at each occurrence, independently selected from the group: H;
C_1-C_4 alkyl substituted with 0-1 R^{11b};
phenyl substituted with 0-2 R^{11b}; and
benzyl substituted with 0-2 R^{11b};

R^{11b} is OH, C_1-C_4 alkoxy, F, Cl, Br, I, NH_2, or -NH(C_1-C_4 alkyl);

OR^{26} and OR^{27} are independently selected from:
a) -OH,
d) C_1-C_8 alkoxy, and
when taken together, OR^{26} and OR^{27} form:
e) a cyclic boronic ester where said cyclic boronic ester contains from 2 to 16 carbon atoms;

A^3, A^4, and A^5, are independently selected from an amino acid residue wherein said amino acid residue, at each occurence, is independently selected from the group: Ala, Arg, Asn, Asp, Aze, Cys, Gln, Glu, Gly, His, Hyp, Ile, Leu, Lys, Met, Orn, Phe, Pro, Sar, Ser, Thr, Trp, Tyr, Val, Abu, Alg, Ape, Cha, Cpa, Cpg, Dfb, Dpa, Gla, Irg, HomoLys, Phe(4-fluoro), Tpa, Asp(OMe), Glu(OMe), Hyp(OMe), Asp(O^tBu), Glu(O^tBu), Hyp(O^tBu), Thr(O^tBu), Asp(OBzl), Glu(OBzl), Hyp(OBzl), Pro(OBzl), Thr(OBzl), cyclohexylglycine, cyclohexylalanine,

cyclopropylglycine, t-butylglycine, phenylglycine, and 3,3-diphenylalanine.

4. A compound of Claim 3, or a stereoisomer, pharmaceutically acceptable salt form or prodrug thereof, wherein:

A^1 is $-CH_2-$;

A^2 is $-C(=O)R^{9b}$, $-S(=O)R^{9b}$, $-S(=O)_2R^{9b}$, $-CONHR^{9b}$, $-S(=O)_2NHR^{9b}$, $-C(=O)OR^{9b}$;
$-A^3-R^{9a}$;
$-A^3-A^4-R^{9a}$; or
$-A^3-A^4-A^5-R^{9a}$;

W is $-B(OR^{26})(OR^{27})$;

R^1 is selected from the group: H;
C_1-C_4 alkyl substituted with 0-2 R^{1a};
C_2-C_4 alkenyl substituted with 0-2 R^{1a};
C_2-C_4 alkynyl substituted with 0-2 R^{1a};

R^{1a} is selected at each occurrence from the group:
Cl, F, Br, CF_3, or CHF_2;

R^2 is H or methyl;

R^3 is selected from the group: R^4,
$-(CH_2)_p-NH-R^4$,
$-(CH_2)_p-NHC(=O)-R^4$,

$-(CH_2)_p-C(=O)NH-R^4$,

$-(CH_2)_p-C(=O)O-R^4$,

$-(CH_2)_p-NHC(=O)NH-R^4$,

$-(CH_2)_p-NHC(=O)NHC(=O)-R^4$,

$-(CH_2)_p-C(=O)-R^4$,

$-(CH_2)_p-O-R^4$, and

$-(CH_2)_p-S-R^4$;

p is 0 or 1;

R^4 is selected from the group:

C_1-C_4 alkyl substituted with 0-3 R^{4a};

C_2-C_4 alkenyl substituted with 0-3 R^{4a};

C_2-C_4 alkynyl substituted with 0-3 R^{4a};

C_3-C_4 cycloalkyl substituted with 0-2 R^{4b};

phenyl substituted with 0-3 R^{4b};

naphthyl substituted with 0-3 R^{4b}; and

5-10 membered heterocyclic group selected from the group: pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl, pyrazinyl, piperazinyl, imidazolyl, indolyl, benzimidazolyl, 1*H*-indazolyl, oxazolidinyl, benzotriazolyl, benzisoxazolyl, benzoxazolyl, oxindolyl, benzoxazolinyl, benzthiazolyl, benzisothiazolyl, isatinoyl, isoxazolopyridinyl, isothiazolopyridinyl, thiazolopyridinyl, oxazolopyridinyl, imidazolopyridinyl, pyrazolopyridinyl, 4H-quinolizinyl, benzofuranyl, benzothiophenyl, quinazolinyl, quinolinyl, 4*H*-quinolizinyl, and

quinoxalinyl; and said 5-10 membered heterocyclic group is substituted with 0-3 R^{4b};

R^{4a} is, at each occurrence, independently selected from:

H, F, Cl, Br, $-NO_2$, -CN, $-CF_3$, $-OCF_3$, OH, $-CO_2H$, $-C(=NH)NH_2$, $-CO_2R^{11}$, $-C(=O)NR^{11}R^{11a}$, $-NHC(=O)R^{11}$, $-NR^{11}R^{11a}$, $-OR^{11a}$, $-SR^{11a}$, $-C(=O)R^{11a}$, $-S(=O)R^{11a}$, $-SO_2R^{11}$, $-SO_2NR^{11}R^{11a}$, $-NR^{11}C(=O)NR^{11}R^{11a}$, $-NR^{11}SO_2R^{11a}$;

C_1-C_4 alkyl substituted with 0-2 R^{4b};

phenyl substituted with 0-3 R^{4c};

naphthyl substituted with 0-3 R^{4c}; and

5-10 membered heterocyclic group selected from the group: pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl, pyrazinyl, piperazinyl, imidazolyl, indolyl, benzimidazolyl, 1*H*-indazolyl, oxazolidinyl, benzotriazolyl, benzisoxazolyl, benzoxazolyl, oxindolyl, benzoxazolinyl, benzthiazolyl, benzisothiazolyl, isatinoyl, isoxazolopyridinyl, isothiazolopyridinyl, thiazolopyridinyl, oxazolopyridinyl, imidazolopyridinyl, pyrazolopyridinyl, 4H-quinolizinyl, benzofuranyl, benzothiophenyl, quinazolinyl, quinolinyl, 4*H*-quinolizinyl, and quinoxalinyl; and said 5-10 membered heterocyclic group is substituted with 0-3 R^{4c};

R^{4b} is, at each occurrence, independently selected from:

H, F, Cl, Br, $-NO_2$, -CN, $-CF_3$, $-OCF_3$, OH, $-CO_2H$, $-C(=NH)NH_2$, $-CO_2R^{11}$, $-C(=O)NR^{11}R^{11a}$, $-NHC(=O)R^{11}$, $-NR^{11}R^{11a}$, $-OR^{11a}$, $-SR^{11a}$, $-C(=O)R^{11a}$, $-S(=O)R^{11a}$,

$-SO_2R^{11}$, $-SO_2NR^{11}R^{11a}$, $-NR^{11}C(=O)NR^{11}R^{11a}$,
$-NR^{11}SO_2R^{11a}$;
C_1-C_4 alkyl substituted with 0-1 R^{4c};
phenyl substituted with 0-3 R^{4d};
naphthyl substituted with 0-3 R^{4d}; and
5-10 membered heterocyclic group selected from the group: pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl, pyrazinyl, piperazinyl, imidazolyl, indolyl, benzimidazolyl, 1*H*-indazolyl, oxazolidinyl, benzotriazolyl, benzisoxazolyl, benzoxazolyl, oxindolyl, benzoxazolinyl, benzthiazolyl, benzisothiazolyl, isatinoyl, isoxazolopyridinyl, isothiazolopyridinyl, thiazolopyridinyl, oxazolopyridinyl, imidazolopyridinyl, pyrazolopyridinyl, 4H-quinolizinyl, benzofuranyl, benzothiophenyl, quinazolinyl, quinolinyl, 4*H*-quinolizinyl, and quinoxalinyl; and said 5-10 membered heterocyclic group is substituted with 0-3 R^{4d};

R^{4c} is, at each occurrence, independently selected from:
H, F, Cl, Br, $-NO_2$, $-CN$, $-CF_3$, $-OCF_3$, OH, $-CO_2H$,
$-C(=NH)NH_2$, $-CO_2R^{11}$, $-C(=O)NR^{11}R^{11a}$, $-NHC(=O)R^{11}$,
$-NR^{11}R^{11a}$, $-OR^{11a}$, $-SR^{11a}$, $-C(=O)R^{11a}$,
$-S(=O)R^{11a}$, $-SO_2R^{11}$, $-SO_2NR^{11}R^{11a}$,
C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy and C_1-C_4 alkyl;

R^{4d} is, at each occurrence, independently selected from:
H, F, Cl, Br, I, $-NO_2$, $-CN$, $-NCS$, $-CF_3$, $-OCF_3$, =O, OH,
$-CO_2H$, $-CO_2R^{11}$, $-C(=O)NR^{11}R^{11a}$, $-NHC(=O)R^{11}$,
$-NR^{11}R^{11a}$, $-OR^{11a}$, $-SR^{11a}$, $-C(=O)R^{11a}$, $-S(=O)R^{11a}$,

$-SO_2R^{11}$, $-SO_2NR^{11}R^{11a}$, C_1-C_4 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy, phenyl, and benzyl;

R^{9a} is selected from the group: H, $-S(=O)R^{9b}$, $-S(=O)_2R^{9b}$, $-S(=O)_2NHR^{9b}$, $-C(=O)R^{9b}$, $-C(=O)OR^{9b}$, $-C(=O)NHR^{9b}$, $-C(=O)NHC(=O)R^{9b}$;

C_1-C_4 alkyl substituted with 0-2 R^{9c};

C_3-C_{12} carbocycle substituted with 0-3 R^{9d};

phenyl substituted with 0-3 R^{9d};

naphthyl substituted with 0-3 R^{9d}; and

5-10 membered heterocyclic group selected from the group: pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl, pyrazinyl, piperazinyl, imidazolyl, indolyl, benzimidazolyl, 1*H*-indazolyl, oxazolidinyl, benzotriazolyl, benzisoxazolyl, benzoxazolyl, oxindolyl, benzoxazolinyl, benzthiazolyl, benzisothiazolyl, isatinoyl, isoxazolopyridinyl, isothiazolopyridinyl, thiazolopyridinyl, oxazolopyridinyl, imidazolopyridinyl, pyrazolopyridinyl, 4H-quinolizinyl, benzofuranyl, benzothiophenyl, quinazolinyl, quinolinyl, 4*H*-quinolizinyl, and quinoxalinyl; and said 5-10 membered heterocyclic group is substituted with 0-3 R^{9d};

R^{9b} is selected from the group: H;

C_1-C_4 alkyl substituted with 0-1 R^{9c};

C_2-C_4 alkenyl substituted with 0-1 R^{9c};

C_2-C_4 alkynyl substituted with 0-1 R^{9c};

C_3-C_{12} carbocycle substituted with 0-3 R^{9d};

phenyl substituted with 0-3 R^{9d};

naphthyl substituted with 0-3 R^{9d}; and

5-10 membered heterocyclic group selected from the group: pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl, pyrazinyl, piperazinyl, imidazolyl, indolyl, benzimidazolyl, 1*H*-indazolyl, oxazolidinyl, benzotriazolyl, benzisoxazolyl, benzoxazolyl, oxindolyl, benzoxazolinyl, benzthiazolyl, benzisothiazolyl, isatinoyl, isoxazolopyridinyl, isothiazolopyridinyl, thiazolopyridinyl, oxazolopyridinyl, imidazolopyridinyl, pyrazolopyridinyl, 4H-quinolizinyl, benzofuranyl, benzothiophenyl, quinazolinyl, quinolinyl, 4*H*-quinolizinyl, and quinoxalinyl; and said 5-10 membered heterocyclic group is substituted with 0-3 R^{9d};

R^{9c} is selected from the group: CF_3, OCF_3, Cl, F, Br, OH, $C(O)OR^{11}$, NH_2, $NH(CH_3)$, $N(CH_3)_2$, -CN, NO_2;

C_1-C_4 alkyl substituted with 0-2 R^{9d};

C_2-C_4 alkenyl substituted with 0-2 R^{9d};

C_2-C_4 alkynyl substituted with 0-2 R^{9d};

C_3-C_6 cycloalkyl substituted with 0-2 R^{9e};

C_3-C_{12} carbocycle substituted with 0-3 R^{9e};

phenyl substituted with 0-3 R^{9e};

naphthyl substituted with 0-3 R^{9e}; and

5-10 membered heterocyclic group selected from the group: pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl, pyrazinyl, piperazinyl, imidazolyl, indolyl, benzimidazolyl, 1*H*-indazolyl, oxazolidinyl, benzotriazolyl, benzisoxazolyl,

benzoxazolyl, oxindolyl, benzoxazolinyl, benzthiazolyl, benzisothiazolyl, isatinoyl, isoxazolopyridinyl, isothiazolopyridinyl, thiazolopyridinyl, oxazolopyridinyl, imidazolopyridinyl, pyrazolopyridinyl, 4H-quinolizinyl, benzofuranyl, benzothiophenyl, quinazolinyl, quinolinyl, 4*H*-quinolizinyl, and quinoxalinyl; and said 5-10 membered heterocyclic group is substituted with 0-3 R^{9e};

R^{9d} is selected at each occurrence from the group: CF_3, OCF_3, Cl, F, Br, OH, $C(O)OR^{11}$, NH_2, $NH(CH_3)$, $N(CH_3)_2$, -CN, NO_2, C_1-C_4 alkyl, C_1-C_4 alkoxy, and phenyl;

R^{9e} is selected at each occurrence from the group: C_1-C_4 alkyl, C_1-C_4 alkoxy, CF_3, OCF_3, Cl, F, Br, I, =O, OH, phenyl, $C(O)OR^{11}$, NH_2, $NH(CH_3)$, $N(CH_3)_2$, -CN, and NO_2;

R^{11} and R^{11a} are, at each occurrence, independently selected from the group: H, methyl, ethyl, propyl, butyl, phenyl and benzyl;

OR^{26} and OR^{27} are independently selected from:

a) -OH,

d) C_1-C_8 alkoxy, and

when taken together, OR^{26} and OR^{27} form:

e) a cyclic boronic ester where said cyclic boronic ester is formed from the group: pinanediol, pinacol, 1,2-ethanediol, 1,3-propanediol, 1,2-propanediol, 2,3-butanediol, 1,2-

diisopropylethanedio, 5,6-decanediol, 1,2-dicyclohexylethanediol, diethanolamine, and 1,2-diphenyl-1,2-ethanediol;

A^3 is Val, Glu, Ile, Thr, cyclohexylglycine, or cyclohexylalanine;

A^4 is Val, Ile, Leu, cyclohexylglycine, cyclopropylglycine, t-butylglycine, phenylglycine, or 3,3-diphenylalanine; and

A^5 is (D or L stereochemistry) Asp, Glu, Val, Ile, t-butylglycine, and Gla.

5. A compound of Claim 4, or a stereoisomer, pharmaceutically acceptable salt form or prodrug thereof, wherein:

A^1 is $-CH_2-$;

A^2 is H, $-C(=O)R^{9b}$, $-CONHR^{9b}$, $-C(=O)OR^{9b}$;
$-A^3-R^{9a}$; or
$-A^3-A^4-R^{9a}$;

W is pinanediol boronic ester;

R^1 is H, ethyl, allyl, or 2,2-difluoro-ethyl;

R^2 is H;

R^3 is selected from the group: R^4,

$-(CH_2)_p-NH-R^4$,

$-(CH_2)_p-NHC(=O)-R^4$,

$-(CH_2)_p-C(=O)NH-R^4$,

$-(CH_2)_p-C(=O)O-R^4$,

$-(CH_2)_p-NHC(=O)NH-R^4$,

$-(CH_2)_p-NHC(=O)NHC(=O)-R^4$,

$-(CH_2)_p-C(=O)-R^4$,

$-(CH_2)_p-O-R^4$, and

$-(CH_2)_p-S-R^4$;

p is 0 or 1;

R^4 is selected from the group: H, methyl, isopropyl, t-butyl, phenyl, benzyl, phenethyl, Ph-propyl, 3-Ph-2-propenyl, phenyl, 2-benzoic acid, 5-isophthalate dimethyl ester, triphenylmethyl, 1-(1-naphthyl)ethyl, 2-methylphenyl, 4-methylphenyl, 4-ethylphenyl, 2-isopropylphenyl, 4-isopropylphenyl, 4-*tert*-butylphenyl, 2-methoxyphenyl, 3-methoxyphenyl, 4-methoxyphenyl, 2-ethoxyphenyl, 4-ethoxyphenyl, 2-F-phenyl, 3-F-phenyl, 4-F-phenyl, 2-Cl-phenyl, 4-Cl-phenyl, 2-CF_3-phenyl, 3-CF_3-phenyl, 4-CF_3-phenyl, 4-(trifluoromethoxy)phenyl, 4-(hydroxymethyl)phenyl, 3-cyanophenyl, 3-(acetyl)phenyl, 2-phenoxyphenyl, 3-phenoxyphenyl, 4-(acetyl)phenyl, 2-(methoxycarbonyl)-phenyl, 3-(methoxycarbonyl)-phenyl, 4-(methoxycarbonyl)-phenyl, 2-(ethoxycarbonyl)-phenyl, 3-(ethoxycarbonyl)-phenyl, 4-(ethoxycarbonyl)phenyl, 2-(butoxycarbonyl)phenyl, 2-(*tert*-butoxycarbonyl)phenyl, 4-(dimethylamino)phenyl, 2-(methylthio)phenyl, 3-(methylthio)phenyl, 4-(methylthio)phenyl, 2-(methylsulfonyl)phenyl, 3-CF_3S-phenyl, 2-nitrophenyl, 4-

nitrophenyl, 2-aminophenyl, 4-(benzyloxy)phenyl, 2-biphenyl, 4-biphenyl, 2,6-diisopropylphenyl, 2,4-diF-phenyl, 2,5-diF-phenyl, 2,6-diF-phenyl, 3,4-dichlorophenyl, 2,4-dimethoxyphenyl, 2,5-dimethoxyphenyl, 5-Cl-2-methoxyphenyl, 4-F-2-nitrophenyl, 3,4,5,-trimethoxyphenyl, 5-Cl-2,4-dimethoxyphenyl, 5-F-2,4-dimethoxyphenyl, Trans-2-phenylcyclopropyl, 1-naphthyl, 2-naphthyl, 2-pyridinyl, 3-pyridinyl, 2-quinolinyl, 5-quinolinyl, 1-isoquinolinyl, 2-phenyl-4-quinolinyl, 2-phenyl-4-quinolinyl-methyl, 2-methyl-6-quinolinyl, 2-anilino-2-oxoethyl and 2-3-methylbutyric acid methyl ester;

R^{9a} is selected from the group: H, $-S(=O)R^{9b}$, $-S(=O)_2R^{9b}$, $-S(=O)_2NHR^{9b}$, $-C(=O)R^{9b}$, $-C(=O)OR^{9b}$, $-C(=O)NHR^{9b}$, $-C(=O)NHC(=O)R^{9b}$;

C_1-C_4 alkyl substituted with 0-2 R^{9c};

C_3-C_{12} carbocycle substituted with 0-2 R^{9d};

phenyl substituted with 0-2 R^{9d};

naphthyl substituted with 0-2 R^{9d}; and

5-10 membered heterocyclic group selected from the group: pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl, pyrazinyl, piperazinyl, imidazolyl, indolyl, benzimidazolyl, 1*H*-indazolyl, oxazolidinyl, benzotriazolyl, benzisoxazolyl, benzoxazolyl, oxindolyl, benzoxazolinyl, benzthiazolyl, benzisothiazolyl, isatinoyl, isoxazolopyridinyl, isothiazolopyridinyl, thiazolopyridinyl, oxazolopyridinyl, imidazolopyridinyl, pyrazolopyridinyl, 4H-quinolizinyl, benzofuranyl, benzothiophenyl, quinazolinyl, quinolinyl, 4*H*-quinolizinyl, and

quinoxalinyl; and said 5-10 membered heterocyclic group is substituted with 0-2 R^{9d};

R^{9b} is selected from the group: H;

C_1-C_4 alkyl substituted with 0-1 R^{9c};

C_3-C_{12} carbocycle substituted with 0-2 R^{9d};

phenyl substituted with 0-2 R^{9d};

naphthyl substituted with 0-2 R^{9d}; and

5-10 membered heterocyclic group selected from the group: pyridinyl, furanyl, thienyl, pyrrolyl, pyrazolyl, pyrazinyl, piperazinyl, imidazolyl, indolyl, benzimidazolyl, 1*H*-indazolyl, oxazolidinyl, benzotriazolyl, benzisoxazolyl, benzoxazolyl, oxindolyl, benzoxazolinyl, benzthiazolyl, benzisothiazolyl, isatinoyl, isoxazolopyridinyl, isothiazolopyridinyl, thiazolopyridinyl, oxazolopyridinyl, imidazolopyridinyl, pyrazolopyridinyl, 4H-quinolizinyl, benzofuranyl, benzothiophenyl, quinazolinyl, quinolinyl, 4*H*-quinolizinyl, and quinoxalinyl; and said 5-10 membered heterocyclic group is substituted with 0-2 R^{9d};

R^{9c} is selected from the group: CF_3, OCF_3, Cl, F, Br, OH, $C(O)OR^{11}$, NH_2, $NH(CH_3)$, $N(CH_3)_2$, -CN, NO_2;

C_1-C_4 alkyl substituted with 0-1 R^{9d};

C_2-C_4 alkenyl substituted with 0-1 R^{9d};

C_2-C_4 alkynyl substituted with 0-1 R^{9d}; and

R^{9d} is selected at each occurrence from the group:

CF_3, OCF_3, Cl, F, Br, OH, $C(O)OR^{11}$, NH_2, $NH(CH_3)$, $N(CH_3)_2$, -CN, NO_2, C_1-C_4 alkyl, C_1-C_4 alkoxy, and phenyl;

R^{11} is selected from the group: H, methyl, ethyl, propyl, butyl, phenyl and benzyl;

A^3 is Val, Glu, Ile, Thr, cyclohexylglycine, or cyclohexylalanine; and

A^4 is Val, Ile, Leu, cyclohexylglycine, cyclopropylglycine, t-butylglycine, phenylglycine, or 3,3-diphenylalanine.

6. A compound of Claim 5, or a stereoisomer, pharmaceutically acceptable salt form or prodrug thereof, wherein:

A^1 is $-CH_2-$;

A^2 is $-C(=O)OR^{9b}$ or $-A^3-R^{9a}$;

W is pinanediol boronic ester;

R^1 is H, ethyl or allyl;

R^2 is H;

R^3 is R^4;

R^4 is selected from the group: Ph-propyl, 3-Ph-2-propenyl, 2-phenyl-4-quinolinyl, 2-phenyl-4-quinolinyl-methyl, 2-methyl-6-quinolinyl, and 2-anilino-2-oxoethyl;

R^{9a} is selected from the group: $-S(=O)_2R^{9b}$, $-C(=O)R^{9b}$, $-C(=O)OR^{9b}$, and $-C(=O)NHR^{9b}$;

R^{9b} is selected from the group: t-butyl, fluorenylmethyl, fluorenyl, benzyl;
phenyl substituted with 0-2 R^{9d};
naphthyl substituted with 0-2 R^{9d}; and
pyridinyl substituted with 0-2 R^{9d};

R^{9d} is selected at each occurrence from the group:
CF_3, OCF_3, Cl, F, Br, OH, $C(O)OR^{11}$, NH_2, $NH(CH_3)$, $N(CH_3)_2$, -CN, NO_2, C_1-C_4 alkyl, C_1-C_4 alkoxy, and phenyl; and

A^3 is Val.

7. A compound of Claim 1, or a stereoisomer or a pharmaceutically acceptable salt form or prodrug thereof, selected from:

(4*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}-3-{(2*S*)-3-methyl-2-[(phenylacetyl)-amino]-butanoyl}-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

tert-butyl (1*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}amino)carbonyl]-2-oxo-3-(3-phenylpropyl)imidazolidinyl]carbonyl}-2-methylpropylcarbamate;

(4*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}-3-{(2*S*)-2-[(anilinocarbonyl)amino]-3-methylbutanoyl}-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

(4*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}-3-{(2*S*)-2-[(9*H*-fluoren-1-ylcarbonyl)amino]-3-methylbutanoyl}-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

(4*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}-3-((2*S*)-2-{[(4-methoxyphenyl)acetyl]amino}-3-methylbutanoyl)-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

(4*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]-3-butenyl}-3-{(2*S*)-2-[(9*H*-fluoren-1-ylcarbonyl)amino]-3-methylbutanoyl}-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

9*H*-fluoren-9-ylmethyl (1*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-

benzodioxaborol-2-yl]propyl}amino)carbonyl]-2-oxo-3-(3-phenylpropyl)imidazolidinyl]carbonyl}-2-methylpropylcarbamate;

(4*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}-3-((2*S*)-3-methyl-2-{[3-(trifluoromethyl)benzyl]amino}butanoyl)-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

(4*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}-3-{(2*S*)-2-[([1,1'-biphenyl]-4-ylmethyl)amino]-3-methylbutanoyl}-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

9*H*-fluoren-9-ylmethyl (1*S*)-1-({(5*S*)-5-[({(1*R*)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}amino)carbonyl]-2-oxo-3-[(2-phenyl-4-quinolinyl)methyl]imidazolidinyl}carbonyl)-2-methylpropylcarbamate;

N-((1*S*)-1-{[(5*S*)-5-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}-amino)carbonyl]-2-oxo-3-(3-phenylpropyl)imidazolidinyl]carbonyl}-2-methylpropyl)-2-chloronicotinamide;

(4*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}-3-{(2*S*)-2-[(4-butylbenzoyl)amino]-3-

methylbutanoyl}-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

isobutyl (1*S*)-1-{[(5*S*)-5-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}amino)carbonyl]-2-oxo-3-(3-phenylpropyl)imidazolidinyl]carbonyl}-2-methylpropylcarbamate;

(4*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}-3-((2*S*)-2-{[(benzoylamino)carbonyl]amino}-3-methylbutanoyl)-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

(4*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}-3-[(2*S*)-3-methyl-2-(1-naphthoylamino)butanoyl]-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

(4*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}-3-[(2*S*)-2-(acetylamino)-3-methylbutanoyl]-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

(4*S*)-*N*-{[[(1R)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]propyl}-3-[(2*S*)-2-(benzoylamino)-3-methylbutanoyl]-2-oxo-1-(3-phenylpropyl)-4-imidazolidinecarboxamide;

benzyl (5*S*)-5-[({(1*R*)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]-3-butenyl}amino)carbonyl]-2-oxo-3-[(2*E*)-3-phenyl-2-propenyl]-1-imidazolidinecarboxylate; and

benzyl (5*S*)-5-[({(1*R*)-1-[(3αS,4S,6S,7αR)-hexahydro-3α,5,5-trimethyl-4,6-methano-1,3,2-benzodioxaborol-2-yl]-3-butenyl}amino)carbonyl]-3-(2-anilino-2-oxoethyl)-2-oxo-1-imidazolidinecarboxylate.

7. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 1, or a pharmaceutically acceptable salt form or prodrug thereof.

8. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 2, or a pharmaceutically acceptable salt form or prodrug thereof.

9. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 3, or a pharmaceutically acceptable salt form or prodrug thereof.

10. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 4, or a pharmaceutically acceptable salt form or prodrug thereof.

11. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically

effective amount of a compound of Claim 5, or a pharmaceutically acceptable salt form or prodrug thereof.

12. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 6, or a pharmaceutically acceptable salt form or prodrug thereof.

13. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 7, or a pharmaceutically acceptable salt form or prodrug thereof.

14. A method of treating a viral infection which comprises administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 1, or a pharmaceutically acceptable salt form or prodrug thereof.

15. A method of treating HCV infection which comprises administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 1, or a pharmaceutically acceptable salt form or prodrug thereof.

16. A method of treating HCV infection which comprises administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 2, or a pharmaceutically acceptable salt form or prodrug thereof.

17. A method of treating HCV infection which comprises administering to a host in need of such treatment a

therapeutically effective amount of a compound of Claim 3, or a pharmaceutically acceptable salt form or prodrug thereof.

18. A method of treating HCV infection which comprises administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 4, or a pharmaceutically acceptable salt form or prodrug thereof.

19. A method of treating HCV infection which comprises administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 5, or a pharmaceutically acceptable salt form or prodrug thereof.

20. A method of treating HCV infection which comprises administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 6, or a pharmaceutically acceptable salt form or prodrug thereof.

21. A method of treating HCV infection which comprises administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 7, or a pharmaceutically acceptable salt form or prodrug thereof.